

CERTIFICATE OF AMENDMENT  
OF  
CERTIFICATE OF INCORPORATION  
OF  
FAIRMORCO CORPORATION

---

Pursuant to Sections 242 and 228 of the  
General Corporation Law of the State of Delaware

---

We, the undersigned, WILLIAM D. FORD, Vice-President and DONALD E. O'KEEFE, Assistant Secretary of FAIRMORCO CORPORATION, a Delaware corporation (hereinafter called the Corporation), hereby certify as follows:

1. The Certificate of Incorporation of the Corporation shall be amended by deleting Article FIRST therefrom and by inserting in lieu thereof the following:

"FIRST: The name of the corporation (hereinafter called the Corporation) is FAIRBANKS MORSE INC"

2. Said amendment has been consented to, and authorized by, the sole stockholder of all the issued and outstanding shares of stock of the Corporation by a written consent given in accordance with the provisions of Section

/

228 of the General Corporation Law of the State of Delaware.

3. The capital of the Corporation will not be reduced under or by reason of said amendment.

4. The foregoing amendment has been duly adopted in accordance with the provisions of Sections 242 and 228 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, this certificate has been made under the seal of the Corporation and has been signed by the undersigned, WILLIAM D. FORD and DONALD E. O'KEEFE, the Vice-President and Assistant Secretary, respectively, of the Corporation, this 8<sup>TH</sup> day of May, 1964.



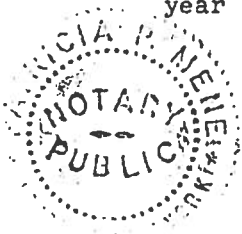
William D. Ford  
Vice-President

Donald E. O'Keefe  
Assistant Secretary

STATE OF NEW YORK, }  
COUNTY OF NEW YORK, } ss.:

Be it remembered that on this *8<sup>th</sup>* day of May, 1964, personally came before the undersigned, a Notary Public in and for the County and State aforesaid, WILLIAM D. FORD, the Vice-President of Fairmorco Corporation, a Delaware corporation, the corporation described in and on behalf of which was made the foregoing Certificate, to me known and known to me to be such Vice-President and that said WILLIAM D. FORD, as such Vice-President, duly signed said Certificate before me and acknowledged said Certificate to be his act and deed and the act and deed of said corporation, and he further acknowledged to me that the signatures affixed to said Certificate are the genuine signatures of WILLIAM D. FORD, as Vice-President, and DONALD E. O'KEEFE, as Assistant Secretary of said corporation, respectively; that the seal affixed to said Certificate is the corporate seal of said corporation and that said Certificate was sealed, executed, acknowledged and delivered pursuant to due authority from the Board of Directors and from the stockholders of said corporation.

Given under my hand and seal of office the day and year above mentioned.



*Patricia P. Mené*  
Notary Public  
PATRICIA P. MENÉ  
Notary Public, State of New York  
No. 41-269715